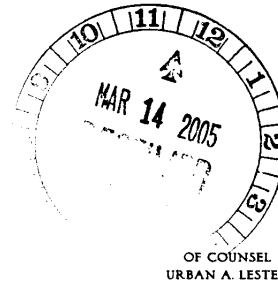


ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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March 14, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 25323-G FILED

MAR 14 '05

12-24 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Supplement to Lease, dated as of February 8, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Lease previously filed with the Board under Recordation Number 25323.

The names and addresses of the parties to the enclosed document are:

Lessor:	ICX Corporation Two Summit Park Drive, Suite 300 Cleveland, Ohio 44131
Lessee:	Carolina Power & Light Company (d/b/a Progress Energy Carolinas, Inc.) 410 South Wilmington Street Raleigh, North Carolina 27601

Mr. Vernon A. Williams
March 14, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

115 cars: PGNX 4100 - PGNX 4214.

A short summary of the document to appear in the index is:

Memorandum of Supplement to Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25323 61 FILED

MAR 14 '05

12-24 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUPPLEMENT TO LEASE

This Memorandum of Supplement to Lease is entered into as of February 8th, 2005, by and between ICX Corporation, an Ohio corporation having its principal place of business at Two Summit Park Dr., Suite 300, Cleveland, OH 44131 ("Lessor") and Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation having its principal place of business at 410 South Wilmington Street, Raleigh, North Carolina 27601 ("Lessee").

Lessor and Lessee have entered into Equipment Schedule No. 005, issued pursuant to that certain Master Rail Lease Agreement having an effective date of October 11, 2004. Pursuant to such Equipment Schedule, Lessor has leased to Lessee One Hundred Fifteen (115)-Johnstown America AutoFlood III Aluminum Hopper Railcars bearing the following identification marks:

PGNX 4100 - 4214

for an initial term of 240 months commencing as of February 8, 2005

IN WITNESS WHEREOF, the parties have executed this Memorandum of Supplement to Lease as of the day and year first written above.

ICX CORPORATION, Lessor

CAROLINA POWER & LIGHT
COMPANY D.B.A. PROGRESS
ENERGY CAROLINAS, INC., Lessee

By: *Dennis J. Diemer*

Name: Dennis J. Diemer

Title: Vice President

By: *Rodney E. Gaddy*

Name: Rodney E. Gaddy

Title: Vice President
2/8/05

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by DENNIS J. DIEMER, its VICE PRESIDENT, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 8th day of FEBRUARY, 2005.

Alebra A. Gumi
Notary Public
ALEBRA A. GUMI
10000 W. 130th ST.
CLEVELAND, OH 44130

State of North Carolina)
) ss:
County of Wake)

BEFORE ME, a Notary Public in and for said County and State, personally appeared Carolina Power & Light Company d.b.a. Progress Energy Carolinas, Inc., a North Carolina corporation (the "Corporation"), by Rodney E. Gaddy, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at (Wake) Raleigh North Carolina, this 8th day of Feb, 2005.

O. Marcus Taylor
Notary Public

